THE INDIAN PERFORMING RIGHT SOCIETY LIMITED

Statement of proposed amendments to the clauses in Articles of Association:

Article No.	Title	Existing Article	Amended Article	Description of amendment
1 (a) (xviii)	Definition	-	"Meeting" means any General Meeting or Extraordinary General Meeting (called by the Society), conducted in accordance with the applicable provisions of the Companies Act, 2013 read with Rules thereof.	Incorporation of new definition as per following text: "Meeting" means any General Meeting or Extraordinary General Meeting (called by the Society), conducted in accordance with the applicable provisions of the Companies Act, 2013 read with Rules thereof. The numbering of subsequent clauses has changed from Article 1 (a) (xviii) to Article 1(a) (xxxiv) due to insertion of the above.
1 (a) (xxxiv)	Definition	-	"Votes" shall mean the right or entitlement of a member of the Society, as per these Articles ,to vote on any matter or resolution as placed before the Meeting of the members of the Society for	Incorporation of new definition as per following text: "Votes" shall mean the right or entitlement of a member of the Society, as per these

		T	1	
			consideration and approval thereof or any	Articles ,to vote on any matter or resolution
			matter or resolution as placed before the	as placed before the Meeting of the
			members of the Society for consideration	members of the Society for consideration
			and approval thereof through Ballot (i.e.	and approval thereof or any matter or
			by remote e-voting prior to date of	resolution as placed before the members of
			general meeting or as e-voting or physical	the Society for consideration and approval
			ballot at the general meeting),conducted	thereof through Ballot (i.e. by remote e-
			in accordance with the applicable	voting prior to date of general meeting or
			provisions of the Companies Act, 2013	as e-voting or physical ballot at the general
			read with Rules thereof, such voting right	meeting),conducted in accordance with the
			or entitlement having been determined	applicable provisions of the Companies Act,
			vide Article 21 of these Articles of	2013 read with Rules thereof, such voting
			Association.	right or entitlement having been
				determined vide Article 21 of these Articles
				of Association.
1 (a)	Definition	-	"Voting Pool" shall mean the aggregate	Incorporation of new definition as per
(xxxv)			number of votes of each class of members	following text:
			of the Society (the right or entitlement of	_
			which having been determined vide Article	"Voting Pool" shall mean the aggregate
			21 of these Articles of Association) with	number of votes of each class of members
			regard to any matter or resolution as	of the Society (the right or entitlement of
			placed before a General Meeting of the	which having been determined vide Article
			members of the Society for consideration	21 of these Articles of Association) with
			and approval thereof or any matter or	regard to any matter or resolution as placed
			resolution as placed before the members	before a General Meeting of the members
			of the Society for consideration and	of the Society for consideration and

approval thereof through Ballot (i.e. by remote e-voting prior to date of general meeting as well as e-voting or physical ballot at the general meeting), conducted in accordance with the applicable provisions of the Companies Act, 2013 read with Rules thereof.	approval thereof or any matter or resolution as placed before the members of the Society for consideration and approval thereof through Ballot (i.e. by remote evoting prior to date of general meeting as well as e-voting or physical ballot at the general meeting), conducted in accordance with the applicable provisions of the
	Companies Act, 2013 read with Rules thereof.

	1	I		T
5	Application		(a) Any person who is eligible may apply to	(1) Deletion of following text in Article 5(a):
	for	may apply to the Society for	the Society for admission to membership.	
	Membership	admission to membership.	Such application shall be made in writing,	"shall be in such form as the Board shall
		Such application shall be	signed by the applicant and shall be in	from time to time prescribe. Each applicant
		made in writing, signed by	such form as the Board shall from time to	shall submit such proof of work, evidence of
		the applicant and shall be in	time prescribe. Each applicant shall	eligibility and fulfilment of the qualifying
		such form as the Board shall	submit such proof of work, evidence of	criteria as the Board considers to be
		from time to time prescribe.	eligibility and fulfilment of the qualifying	reasonably necessary"
		Each applicant shall submit	criteria as the Board considers to be	
		such proof of work,	reasonably necessary. each applicant	(2) Incorporation of following text in Article
		evidence of eligibility and	shall submit such proof of	5(a):
		fulfilment of the qualifying	release/publication of work(s) and	
		criteria as the Board	personal details including	"each applicant shall submit such proof of
		considers to be reasonably	(i) Name,	release/publication of work(s) and personal
		necessary.	(ii) Pseudo-Name/Alias/Doing	details including
			Business as Name/d.b.a,	(i) Name,
			(iii) Address (Permanent and Current),	(ii) Pseudo-Name/Alias/Doing
			(iv) Date of Birth,	Business as Name/d.b.a,
			(v) Contact Number/Email,	(iii) Address (Permanent and Current),
			(vi) Bank details for remitting	(iv) Date of Birth,
			royalties,	(v) Contact Number/Email,
			(vii)Proof of Identity and Residence as	(vi) Bank details for remitting royalties,
			per	(vii) Proof of Identity and Residence as
			(viii) Proof of establishment/	per
			incorporation/constitution	(viii) Proof of establishment/
				incorporation/constitution

(ix) PAN and GST numbers for statutory compliance.	(ix) PAN and GST numbers for statutory compliance.
(b) For Legal Heir beneficiary members, ir	Insertion of new clause (b):
addition to the details for membership	
at Article 5(a), details, information and	For Legal Heir beneficiary members, in
documents including (i) Evidence of	ddition to the details for membership at
nomination, (ii) Certified copies of	Article 5(a), details, information and
Certificate/Judicial Order/Judgement,	documents including (i) Evidence of
Decree from a competent court of	nomination, (ii) Certified copies of
statutory authorities in the nature of	Certificate/Judicial Order/Judgement/
probate, succession certificate, as	Decree from a competent court or statutory
applicable under law (iii) adequate	
indemnification in favour of the	succession certificate, as applicable under
Society, shall be provided by the	
applicant to the Society.	of the Society, shall be provided by the
	applicant to the Society.

(c) No person may be admitted by the Society as a Member of any category (Author or Publisher Owner) unless he has fulfilled the qualifying criteria prescribed for that category in the Rules.

d (d) No person may be admitted by the Society as a Member of any category (Author or Publisher Owner) unless he has fulfilled the qualifying eligibility criteria as prescribed for that category in the Rules Article 4.

Deletion of following words:

- Qualifying
- The Rules

Incorporation of following words:

- eligibility
- as
- Article 4

The numbering of clause (c) has changed to clause (d) and accordingly all numbering of all subsequent clauses has changed.

- (d) As soon as practicable after the qualifying criteria as prescribed by the Board and where necessary, approved. the Board shall subject to all requirements under the Companies Act and the rules made thereunder and the Rules framed by the Board having been fulfilled by the applicant, admit the applicant as a Member of the Society and the Society shall inform the applicant about his membership and his name having been duly added to the records of the Society and updated with the relevant registrar of companies in accordance with applicable laws. Only the Board after has approved the admittance of a member, the name of such a member shall be entered in the Register of Authors
- (e) As soon as practicable, after the qualifying criteria as prescribed by the Board and where necessary, approved, the Board shall subject to all requirements under the Companies Act and the rules made thereunder, and the Rules framed by the Board having been fulfilled by the applicant, admit the applicant as a Member of the Society and the Society shall inform the applicant about his membership and his name having been duly added to the records of the Society and updated with the relevant registrar of companies in accordance with applicable laws. Only after the Board has approved the admittance of a member, the name of such a member shall be entered in the Register of Authors and Publisher Owners. Further, the Society shall issue to the applicant a membership certificate in writing in such form as the Board may prescribe from time to time, signed by a Director of the Society and counter signed by the Secretary or any other officer so appointed therefor;

Deletion of following text:

- after the qualifying criteria as prescribed by the Board and where necessary, approved
- and the Rules framed by the Board having been fulfilled by the applicant

and Publisher Owners.
Further, the Society shall
issue to the applicant a
membership certificate in
writing in such form as the
Board may prescribe from
time to time, signed by a
Director of the Society and
counter signed by the
Secretary or any other
officer so appointed
therefor;

- (g) Persons eligible under Article 4 (ii) and applying for membership need to submit in writing at the time of application, the necessary documents proving legal heirship as prescribed by the Board from time to time and in case there are more than one (1) legal heirs, an authorisation letter together with instructions, if any, would need to be submitted to the Society, duly signed by all the legal heirs intimating to the Board the person so authorized amongst themselves represent the legal heirs in the Society and attend any General Meeting of the Society and the person so authorized shall be entitled to exercise the same powers (except voting rights) on behalf of all the heirs which
- (h) Persons eligible under Article 4 (ii) and applying for membership need to submit in writing at the time of application, the necessary documents proving legal heirship as prescribed by the board under applicable law from time to time and in case there are more than one (1) legal heirs, an authorisation letter together with instructions, if any, would need to be submitted to the Society, duly signed by all the legal heirs intimating to the Board the person so authorized amongst themselves to represent the legal heirs in the Society and attend any General Meeting of the Society and the person so authorized shall be entitled to exercise the same powers (except voting rights) on behalf of all the heirs which he/she represents. The legal heirs are entitled to change such authorisation not more than once in a fiscal year unless circumstances so demand and as approved by the Board. The legal heirs need to intimate the Society of such a change promptly.
- 1. Deletion of following words:
- "by the board"
- 2. Incorporation of following words:
- "under applicable law".

he/she	represents. The legal	
heirs a	re entitled to change	
such a	thorisation not more	
than c	nce in a fiscal year	
unless	circumstances so	
deman	d and as approved by	
the Bo	ard. The legal heirs	
need to	intimate the Society	
of such	a change promptly	

(h) Partnership firms applying (i) for membership need to submit in writing at the time of application, the necessary documents as prescribed by the Board, including but not limited to the partnership deed, an authorisation letter together with instructions, if any, duly signed by all the partners of such partnership firm intimating to the Board the person so authorized amongst themselves represent them in the Society, and attend and vote at any General Meetings of the Society and the person authorized shall entitled to exercise the same powers on behalf of firm which the he represents, as that firm could exercise if it were an individual Member of the Society. The Firm is entitled

Partnership applying firms membership need to submit in writing at the time of application, the necessary documents as prescribed by the board including but not limited to the partnership deed, an authorisation letter together with instructions, if any, duly signed by all the partners of such partnership firm intimating to the Board the person so authorized amongst themselves to represent them in the Society, and attend and vote at any General Meetings of the Society and the person so authorized shall be entitled to exercise the same powers on behalf of the firm which he represents, as that firm could exercise if it were an individual Member of the Society. The Firm is entitled to change such representative not more than once in a fiscal year unless circumstances so demand and as approved by the Board. The firm needs to intimate the Society of such a change promptly.

Deletion of following words:

"as prescribed by the Board"

text e man one vote" for mbers and on the basis e" for Publisher Owner
e i mb

majority of votes cast in favour of such resolution by the Members, such voting be carried out electronically i.e. remote e-voting prior to date of general meeting as well as evoting or physical ballot at the general meeting, on the basis of "one man one vote" for Composer Author Members and on the basis of "one work one vote" for Publisher Owner Members. Only after the resolution of the Board determining terminating membership of any Member concerned is approved in a General Meeting as aforesaid, shall that person

one vote" for Author Composer Members and on the basis of "one work one vote" for Publisher Owner Members as well as e-voting or physical ballot at the general meeting. Only after the resolution of the Board determining or terminating the membership of any Member concerned is approved in a General Meeting as aforesaid, shall that person concerned cease to be a Member of the Society with immediate effect.

		concerned cease to be a Member of the Society with immediate effect.		
16.	Business of General Meetings	(a) Ordinary Business matters requiring Ordinary Resolution to be passed by separate simple majority (greater than 50%) of votes for approval by Author Composer Members and Publisher Owner Members respectively: The following Ordinary business matters shall be transacted at every Annual General Meeting by passing Ordinary Resolutions which requires separate Simple Majority (i.e. greater than 50%) votes of Author Composer Members and separate Simple Majority (i.e. greater than 50%) votes of Publisher Owner	(a) Ordinary Business matters requiring Ordinary Resolution to be passed by separate simple majority (greater than 50%) of votes for approval by Author Composer Members and Publisher Owner Members respectively: The following Ordinary business matters shall be transacted at every Annual General Meeting by passing Ordinary Resolutions which requires separate Simple Majority (i.e. greater than 50%) votes of Author Composer Members and separate Simple Majority (i.e. greater than 50%) votes of Publisher Owner Members in favour of the resolution, for it to be passed and Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".	"and Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".

Members in favour of the resolution, for it to be passed and Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".

In case of Article 16(a)(iv) pertaining to reappointment of Directors retiring by rotation at the annual general meeting, the Company shall invite nomination/notice in accordance with the provisions of Section 160 of the Companies Act, 2013 read with relevant rules thereto, from other desiring members belonging to the same class and region as that of the respective Director retiring by rotation,

In case of Article 16(a)(iv) pertaining to re-appointment of Directors retiring by rotation at the annual general meeting, Company shall the invite nomination/notice in accordance with the provisions of Section 160 of the Companies Act. 2013 read with relevant rules thereto, from other desiring members belonging to the same class and region as that of the respective Director retiring by rotation, proposing own candidature or nominating any member from the same class and region, for the office of Director of the Company. Upon receipt such nomination/notice. Company shall hold election between the respective Director retiring by rotation and the desiring member who has given such nomination/notice, by proposing necessary resolutions in the notice of the annual general meeting for approval of members belonging to the same class by passing ordinary resolution with simple majority (i.e. greater than 50%). In case of such

election, the candidate who receives proposing for own higher number of votes in "favour", shall candidature or nominating any member from the same be declared as elected as Director of the class and region, for the Company for the same class and region. office of Director of the Company. Upon receipt of such nomination/notice, the Company shall hold election between the respective Director retiring by rotation and the desiring member who has given such nomination/notice, bν proposing necessary resolutions in the notice of the annual general meeting for approval of members belonging to the same class ordinary bν passing resolution with simple majority (i.e. greater than 50%). In case of such election, the candidate who receives higher number of votes in "favour", shall be declared as elected as

Director of the Company for the same class and region.		
(b) Special Business requiring Special Resolution to be passed by separate special majority (75% or more) of votes for approval by Author Composer Members and Publisher Owner Members respectively: In accordance with the Companies Act, 2013, the business pertaining to amendment, alteration or substitution of Memorandum of Association and/or Articles of Association shall be required to be passed as Special Resolutions requiring special majority (75% or more) of votes cast at Annual General Meeting	(b) Special Business requiring Special Resolution to be passed by separate special majority (75% or more) of votes for approval by Author Composer Members and Publisher Owner Members respectively: In accordance with the Companies Act, 2013, the business pertaining to amendment, alteration or substitution of Memorandum of Association and/or Articles of Association shall be required to be passed as Special Resolutions requiring separate special majority (75% or more) of votes cast at Annual General Meeting or Extra-ordinary General Meeting respectively by Author Composer members and Publisher Owner members—and Author Composer members—and Author Composer members—shall vote on the basis of "one man—one vote" and Publisher Owner	1. Deletion of following text: - and Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote". 2. Insert of following words: - separate - voting separately

or Extra-ordinary General Meeting respectively by Author Composer members and Publisher Owner members and Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".	members shall vote on the basis of "one work one vote" voting separately.	
(c) Special Business requiring Ordinary Resolution to be passed by separate simple majority (greater than 50%) of votes for approval by Author Composer Members and Publisher Owner Members respectively: Following Special Business matters namely: (i) amendments / alterations /	Resolution to be passed by separate simple majority (greater than 50%) of votes for approval by Author Composer Members	Deletion of following text: - Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".

	substitution to the	(iii) Election of Directors by fresh	
	accepted / approved	appointment and/or appointment to fill	
	Tariff Scheme;	vacancy and/or approval/regularisation of	
(ii)	amendments /	Additional Directors;	
	alterations /	appointment of the Chief Executive Officer,	
	substitution to the	but excluding the dismissal or suspension of	
	accepted / approved	Chief Executive Officer	
	Distribution Scheme.		
(iii)	Election of Directors by	shall be transacted at any Annual General	
	fresh appointment	Meeting or Extra-ordinary General Meeting	
	and/or appointment to	by passing of Ordinary Resolutions requiring	
	fill vacancy and/or	separate simple majority (i.e. greater than	
	approval/regularisation	50%) of votes cast respectively by Author	
	of Additional Directors;	Composer Members and Publisher Owner	
(iv)	appointment of the	Members in favour of the resolution. Author	
	Chief Executive Officer,	Composer members shall vote on the basis	
	but excluding the	of "one man one vote" and Publisher Owner	
	dismissal or suspension	members shall vote on the basis of "one	
	of Chief Executive	work one vote".	
	Officer;		
shal	Il be transacted at any		
Ann	ual General Meeting or		
Extr	a-Ordinary General		
Mee	eting by passing of		
Ord	inary Resolutions		

	1			
		requiring separate simple		
		majority (i.e. greater than		
		50%) of votes cast		
		respectively by Author		
		Composer Members and		
		Publisher Owner Members		
		in favour of the resolution.		
		Author Composer members		
		shall vote on the basis of		
		"one man one vote" and		
		Publisher Owner members		
		shall vote on the basis of		
		"one work one vote".		
21	Votes of		(a) The Votes of the members of the Society	Incorporation of new Article 21:
	Members		concerning any matter or resolution as	
	(Method and		placed before the General Meeting of	(a) The Votes of the members of the Society
	Entitlement)		the members of the Society for	concerning any matter or resolution as
			consideration and approval thereof	placed before the General Meeting of
			through Ballot, conducted in	the members of the Society for
			accordance with the applicable	consideration and approval thereof
			provisions of the Companies Act, 2013	through Ballot, conducted in accordance
			read with Rules thereof, shall be	with the applicable provisions of the
			determined by the Society by adopting	Companies Act, 2013 read with Rules
			a revenue-based approach ("the	thereof, shall be determined by the
			Revenue Method") based on the	Society by adopting a revenue-based
			amount of Royalty paid/attributable to	approach ("the Revenue Method")

each member of the Society for the Applicable Financial Year (1st April to 31st March).

- (b) The computation of the Votes of each member of the Society in numerical (b) value, shall be determined by the Society based on the actual amount of Royalty paid to each member of the Society for the Applicable Financial Year. Based on such actual amount of royalty paid, the number of votes that a member is entitled (" Entitlement") to exercise in a General Meeting shall be arrived at by dividing the royalty paid to the member by using denominator. common such denominator being 100.
- (c)Notwithstanding Articles 21 (a) and (b), there shall be a minimum of 1 Vote for members who receive less than Rs.150 as royalty or do not receive or have not received any royalty during such Applicable Financial Year. The Voting

based on the amount of Royalty paid/attributable to each member of the Society for the Applicable Financial Year (1st April to 31st March).

- b) The computation of the Votes of each member of the Society in numerical value, shall be determined by the Society based on the actual amount of Royalty paid to each member of the Society for the Applicable Financial Year. Based on such actual amount of royalty paid, the number of votes that a member is entitled (" Voting Entitlement") to exercise in a General Meeting shall be arrived at by dividing the royalty paid to the member by using a common denominator, such denominator being 100.
- (c) Notwithstanding Articles 21 (a) and (b), there shall be a minimum of 1 Vote for members who receive less than Rs.150 as royalty or do not receive or have not received any royalty during such Applicable Financial Year. The Voting

Entitlement will be rounded to the nearest next/prior integer

Illustration: If a member has received Rs.151 as royalty during the Applicable Financial Year, the member's vote count will be 2 (i.e., rounding of 1.51 to nearest next integer), if a member has received Rs.249 as royalty during the Applicable Financial Year, the member's vote count will be 2 (i.e., rounding of 2.49 to the nearest previous integer).

(d) In the case of Publisher member(s) of the Society who collect the share of royalty (i.e. royalty attributable to the Publisher member) in respect of specific licensees/users/platforms directly and where the Society collects only the Authors share of royalties (i.e., where the Publisher does not collect the Publisher share of royalty through the Society in respect of specific licensees/ users/platforms and the specific works being common between the Authors

Entitlement will be rounded to the nearest next/prior integer

Illustration: If a member has received Rs.151 as royalty during the Applicable Financial Year, the member's vote count will be 2 (i.e., rounding of 1.51 to nearest next integer), if a member has received Rs.249 as royalty during the Applicable Financial Year, the member's vote count will be 2 (i.e., rounding of 2.49 to the nearest previous integer).

(d) In the case of Publisher member(s) of the Society who collect the share of royalty (i.e. royalty attributable to the Publisher member) in respect of specific licensees/users/platforms directly and where the Society collects only the Authors share of royalties (i.e., where the Publisher does not collect the Publisher share of royalty through the Society in respect of specific licensees/users/platforms and the specific works being common between the Authors and Music Publisher), then the amount equivalent to and not

and Music Publisher), then the amount equivalent to and not exceeding the amount of Author share of Royalty collected during the Applicable **Financial Year by the Society in relation** to the works attributable to each such Publisher, shall be attributed as Publisher Royalty in relation to such Publisher(s) and form part of the total voting pool available for such Publisher members. The royalty attribution to Publishers under this clause (solely for the purpose of calculation of Votes and for no other purpose) shall only constitute royalty data verifiable by the Society from the Author share of Royalty collected by the Society from such licensees/users/platforms by the Society.

(e) No member of the Society belonging to any class of members shall be entitled to exercise a number of votes/cumulative vote share for such member exceeding 18% (Eighteen Percentage) of the Voting Pool for such

exceeding the amount of Author share of Royalty collected during the Applicable Financial Year by the Society in relation to the works attributable to each such Publisher, shall be attributed as Publisher Royalty in relation to such Publisher(s) and form part of the total voting pool available for such Publisher members. The royalty attribution to Publishers under this clause (solely for the purpose of calculation of Votes and for no other purpose) shall only constitute royalty data verifiable by the Society from the Author share of Royalty collected by the Society from such *licensees/users/platforms* the Society.

(e) No member of the Society belonging to any class of members shall be entitled to exercise a number of votes/cumulative vote share for such member exceeding 18% (Eighteen Percentage) of the Voting Pool for such class of members of the Society on any matter or resolution as placed before the General Meeting of

			alana of manulana of the Contribution of	the meanth are of the Codd Codd
			class of members of the Society on any	the members of the Society for
			matter or resolution as placed before	consideration and approval thereof or
			the General Meeting of the members	any matter or resolution as placed
			of the Society for consideration and	before the members of the Society for
			approval thereof or any matter or	consideration and approval thereof
			resolution as placed before the	through Ballot.
			members of the Society for	-
			consideration and approval thereof	(f) The Financial Year to be considered
			through Ballot.	under Article 21 for the purposes of
				computing the Voting Entitlement will
			(f) The Financial Year to be considered	be the Financial Year immediately
			under Article 21 for the purposes of	preceding the year of the General
			computing the Voting Entitlement will	Meeting ("Applicable Financial Year").
			be the Financial Year immediately	meeting (hippineasie i maneiar rear).
			preceding the year of the General	(g) The Society shall compute the Voting
			Meeting ("Applicable Financial Year").	Pool for the Applicable Financial Year for
			Wieeting (Applicable i mancial real).	each class of members by adding the
			(a) The Society shall compute the Veting	, , ,
			(g) The Society shall compute the Voting	number of votes as per the Votes of each
			Pool for the Applicable Financial Year	member belonging to such class of
			for each class of members by adding the	members.
			number of votes as per the Votes of	
			each member belonging to such class of	Due to insertion of new Article "Vote of
			members.	Members" (Article 21) the numbering of all
				the subsequent articles has changed.
22.	Method of	(a) For Ordinary Business:	(a) For Ordinary Business:	Deletion of following text:
	voting		At any General Meeting, all resolutions	

At any General Meeting, all resolutions for Ordinary Business as per Article 16(a) shall be put to vote under Sections 108 and 109 of the Companies Act, 2013. Such matters will be decided by a simple majority (i.e. greater than 50%) of votes cast in favour of the resolution separately bγ Author Composer Members and Publisher Owner Members present in person and physically voting or by evoting at the general meeting and by remote evoting prior to the date of general meeting. The voting shall be on the basis of "one man one vote" for Author Composer Members and on the basis of "one work one vote" for Publisher Owner Members. For Reappointment of Directors

for Ordinary Business as per Article 16(a) shall be put to vote under Sections 108 and 109 of the Companies Act, 2013. Such matters will be decided by a simple majority (i.e. greater than 50%) of votes cast in favour of the resolution separately by Author Composer Members and Publisher Owner Members present in person and physically voting or by e-voting at the general meeting and by remote e-voting prior to the date of general meeting. The voting shall be on the basis of "one man one vote" for Author Composer Members and on the basis of "one work one vote" for Publisher Owner Members. For Re-appointment of Directors who are retiring by rotation as per Article 16 (a)(iv), the Author Composer members and Publisher Owner members shall vote for candidates in their respective category of Author Composer or Publisher Owner only.

The voting shall be on the basis of "one man one vote" for Author Composer Members and on the basis of "one work one vote" for Publisher Owner Members.

who are retiring by rotation as per Article 16 (a)(iv), the Author Composer members and Publisher Owner members shall vote for candidates in their respective category of Author Composer or Publisher Owner only.		
(b) For Special Business: (i) At any General Meeting, Special Business as per Article 16(b) pertaining to amendment, alteration or substitution of Memorandum of Association and/or Articles of Association shall be put to vote under Sections 108 and 109 of	 (b) For Special Business: (i) At any General Meeting, Special Business as per Article 16(b) pertaining to amendment, alteration or substitution of Memorandum of Association and/or Articles of Association shall be put to vote under Sections 108 and 109 of the Companies Act, 2013, for being passed as a Special Resolution requiring special majority (75% or more) of votes cast by the 	1. Deletion of following text: - Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".
the Companies Act, 2013, for being passed as a Special Resolution requiring special majority	Members in favour of the resolution, separately by Author Composer Members and Publisher Owner Members present in person and	

(75% or more) of votes physically voting or by e-voting at the cast by the Members in general meeting and by remote e-voting favour of the resolution, prior to the date of general meeting. separately by Author Author Composer members shall vote Composer Members and on the basis of "one man one vote" and Publisher Owner Publisher Owner members shall vote on the basis of "one work one vote". Members present in person and physically voting or by e-voting at the general meeting and by remote e-voting prior to the date of general meeting. Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote". (ii) For the Special Business matter as per | 2. Deletion of following text: (ii) For the Special Business matter as per Article 16(c)(iii) related election of Directors by appointment fresh and/or appointment to vacancv and/or approval/ regularisation of Additional Directors, the resolutions shall be put to vote under Sections 108 and 109 of Companies 2013. Such matters/ resolutions shall be decided by a simple majority (i.e. greater than 50%) of total votes cast in favour of the resolution bν the present Members person and physically voting or by e-voting at the general meeting and by remote e-voting prior to the date of general

Article 16(c)(iii) related to election of Directors by fresh appointment and/or appointment to fill vacancy and/or approval/ regularisation of Additional Directors, the resolutions shall be put to vote under Sections 108 and 109 of the Companies Act. 2013. Such matters/ resolutions shall be decided by a simple majority (i.e. greater than 50%) of total votes cast in favour of the resolution by the Members present in person and physically voting or by e-voting at the general meeting and by remote e-voting prior to the date of general meeting. Author Composer Members Publisher Owner Members shall vote for candidates in their respective category of Author Composer and Publisher Owner only. For clarity, Author Composer members shall not be eligible to elect Publisher Owner members to the Board of the Society and Publisher Owner members shall not be eligible to elect Author Composer members to the Board of the Society. Author Composer members shall vote on the basis of "one

- Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".

meeting. Author	man one vote" and Publisher Owner	
Composer Members and	members shall vote on the basis of "one	
Publisher Owner	work one vote".	
Members shall vote for		
candidates in their		
respective category of		
Author Composer and		
Publisher Owner only.		
For clarity, Author		
Composer members shall		
not be eligible to elect		
Publisher Owner		
members to the Board of		
the Society and Publisher		
Owner members shall		
not be eligible to elect		
Author Composer		
members to the Board of		
the Society. Author		
Composer members shall		
vote on the basis of "one		
man one vote" and		
Publisher Owner		
members shall vote on		
the basis of "one work		
one vote".	(iii) For the Special Business matters as per	Deletion of following text;

(iii)	For the Special Business
	matters as per Article
	16(c)(i), (ii) and (iv), the
	resolutions shall be put
	to vote under Sections
	108 and 109 of the
	Companies Act, 2013 and
	shall be decided by a
	simple majority (i.e.
	greater than 50%) of
	total votes cast in favour
	of the resolution,
	separately by the Author
	Composer Members and
	Publisher Owner
	Members, present in
	person and physically
	voting or by e-voting at
	the general meeting and
	by remote e-voting prior
	to the date of general
	meeting. Author
	Composer members shall
	vote on the basis of "one
	man one vote" and
	Publisher Owner

Article 16(c)(i), (ii) and (iv), the resolutions shall be put to vote under Sections 108 and 109 of the Companies Act, 2013 and shall be decided by a simple majority (i.e. greater than 50%) of total votes cast in favour of the resolution, separately by the Author Composer Members and Publisher Owner Members, present in person and physically voting or by e-voting at the general meeting and by remote e-voting prior to the date of general meeting. Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".

Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".

r	T		
	members shall vote on		
	the basis of "one work		
	one vote".		
	e. The Society, subject to	e.—The Society, subject to requisite	Deletion of the clause (e):
	requisite approvals of	approvals of the Government of	
	the Government of	India, intends to adopt international	e. The Society, subject to requisite
	India, intends to adopt	best practices with respect to the	approvals of the Government of India,
	international best	method/basis of voting by adopting	intends to adopt international best
	practices with respect	a revenue-based approach ("The	practices with respect to the method/
	to the method/basis of	Revenue Method") based on	basis of voting by adopting a revenue-
	voting by adopting a	Royalties distributed to each	based approach ("The Revenue
	revenue-based	member. The said method/basis of	Method") based on Royalties distributed
	approach ("The	voting based on royalty distributed	to each member. The said method/basis
	Revenue Method")	to the members shall be adopted by	of voting based on royalty distributed to
	based on Royalties	the Board and ratified/approved by	the members shall be adopted by the
	distributed to each	the General Body as Special	Board and ratified/approved by the
	member. The said	Business with Special Resolution not	General Body as Special Business with
	method/basis of voting	later than 30 th September 2026.	Special Resolution not later than 30 th
	based on royalty	·	September 2026.
	distributed to the		
	members shall be		
	adopted by the Board		
	and ratified/approved		
	by the General Body as		
	Special Business with		
	Special Resolution not		

		1	l		
		later than 30 th			
		September 2026.			
24.	Votes of				The title of Article changed from "votes of
	Members				members" to "voting by members".
25.	Composition	c. Provided that the Board of	c.	Provided that the Board of Directors of	1. Deletion of following words:
	of Board of	Directors of the Company		the Company shall be authorized to	
	Directors	shall be authorized to		increase the above number of Directors	- 20 (Twenty)
		increase the above number		from time to time upto a maximum of 20	
		of Directors from time to		(Twenty) 24 (twenty-four) Directors	2. Incorporation of following words:
		time upto a maximum of 20		having equal Author Members and equal	
		(twenty) Directors having		Publisher Owner Members.	- 24 (Twenty-four)
		equal Author Members and			
		equal Publisher Owner			
		Members.			
			d.	Notwithstanding Article 25(b) and	Incorporation of following text:
				subject to Article 25(c), to ensure	
				representation of members	d. Notwithstanding Article 25(b) and subject
				representing minority interests (i.e., in	to Article 25(c), to ensure representation
				terms of royalties earned from the	of members representing minority
				Society) from all classes of members of	interests (i.e., in terms of royalties earned
				the Society on the Board, 2 (Two)	from the Society) from all classes of
				Author members and 2 (Two) Owner	members of the Society on the Board, 2
				Publisher members shall be appointed	(Two) Author members and 2 (Two)
				to the Board by the Members of the	Owner Publisher members shall be
				Society. Notwithstanding Article 25(b),	appointed to the Board by the Members of

Members eligible for such	the Society. Notwithstanding Article
representation on the Board shall be	25(b), Members eligible for such
those members who have received	representation on the Board shall be those
royalties, in the case of Authors, less	members who have received royalties, in
than INR. 75 Lakhs (Rupees Seventy-	the case of Authors, less than INR. 75
	-
Five Lakhs only) and in the case of	Lakhs (Rupees Seventy-Five Lakhs only)
Owner Publisher members, less than	and in the case of Owner Publisher
INR. 1.5 Crores (Rupees One Crore Fifty	members, less than INR. 1.5 Crores
Lakhs Only) in the Applicable Financial	(Rupees One Crore Fifty Lakhs Only) in the
Year.	Applicable Financial Year.
e. Subject to Article 25 (c), the Company	Incorporation of following text:
shall also have a minimum of 2 (Two)	
Female Directors on Board, being one	e. Subject to Article 25 (c), the Company
each from (i) Author /Composer and (ii)	shall also have a minimum of 2 (Two)
Owner Publisher category which can	Female Directors on Board, being one
also include representations from	each from (i) Author /Composer and (ii)
members representing minority	Owner Publisher category which can
interests under Article 25(d) of these	also include representations from
Articles.	members representing minority
	interests under Article 25(d) of these
	Articles.
	7.11 (1.01.03)
	The numbering of subsequent clauses in
	Article 25 has changed due to insertion of
	new sub-clauses. [(d) and (e)]

(b) It is clarified that the Legal 29 Appointment of Committee authorised and Committees appointed to oversee the Society's legal matters shall consist of 2 (Two) Author Composer Directors and 2 (Two) Publisher Owner Directors (inclusive of the Chairman of the Society). The Legal Committee of the Board shall be exclusively responsible for all legal matters of the Society. including appointment of outside counsel. legal proceedings and/ investigations (civil and/or criminal), claims and actions concerning or related to the Society, any part of or the whole of its Business, interests of its members or one class of members, its and Officers Directors excluding for "Legal Cases"

as defined in Article 28(c).

(b) It is clarified that the Legal Committee authorised and appointed to oversee the Society's legal matters shall consist of 2 (Two) Author Composer Directors and 2 (Two) Publisher Owner Directors (inclusive of the Chairman of the Society). The Legal Committee of the Board shall be exclusively responsible for all legal matters of the Society, including appointment of outside counsel, legal proceedings and/ or investigations (civil and/or criminal), claims and actions concerning or related to the Society, any part of or the whole of its Business, interests of its members or one class of members, its Directors and Officers excluding for "Legal Cases" as defined in Article 28(c). All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the Legal Committee. All decisions of the Legal Committee shall be on the basis of a simple majority of members present and voting during meetings of the Legal

- 1. Deletion of following text:
- (b) It is clarified that the Legal Committee authorised and appointed to oversee the Society's legal matters shall consist of 2 (Two) Author Composer Directors and 2 (Two) Publisher Owner Directors (inclusive of the Chairman of the Society). The Legal Committee of the Board shall be exclusively responsible for all legal matters of the Society, including appointment of outside counsel, legal proceedings and/ or investigations (civil and/or criminal), claims and actions concerning or related to the Society, any part of or the whole of its Business, interests of its members or one class of members, its Directors and Officers excluding for "Legal Cases" as defined in Article 28(c). All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the Legal Committee. All decisions of the Legal Committee shall be on the basis of a simple majority

All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the Legal Committee. All decisions of the Legal Committee shall be on the basis of a simple majority of members present voting during meetings of the Legal Committee. The Chairman shall have a second or casting vote only in the case of a tie.

(a) Notwithstanding Article 28 (b), the composition of the Legal Committee solely responsible for the conduct disposal of legal and proceedings (civil and/or criminal). claims. complaints, claims and actions ("Legal Cases")

Committee. The Chairman shall have a second or casting vote only in the case of a tie.

(c) Notwithstanding Article 28 (b) The composition of the Legal Committee solely responsible for the conduct and disposal of legal proceedings (civil and/or criminal), claims, complaints, claims and actions ("Legal Cases") arising, filed, registered (and subsisting/ pending) prior to 31.12.2016 against the Society, its Directors and/ or Officers, shall be 2 (Two) Author Composer Directors and 2 (Two) Publisher Owner Directors (inclusive of the Chairman of the Society) and the Outside Counsel of the Society (as a non-voting invitee) if any. This composition shall subsist until the year 2020 or until the Legal Cases are finally closed or quashed and/or withdrawn, whichever is earlier. All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the

of members present and voting during meetings of the Legal Committee. The Chairman shall have a second or casting vote only in the case of a tie.

- 2. Deletion of following words:
- Notwithstanding Article 28 (b)
- 3. Incorporation of following words:
- for matters prior to 31.12.2016

arising, filed, registered (and subsisting/ pending) prior to 31.12.2016 against the Society, its Directors and/ or Officers, shall be 2 (Two) Author Composer Directors and 2 (Two) **Publisher Owner Directors** (inclusive of the Chairman of the Society) and the Outside Counsel of the Society (as a non-voting invitee) if any. This composition shall subsist until the year 2020 or until the Legal Cases are finally closed or quashed and/or withdrawn, whichever is earlier. All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the Legal Committee charged with Legal Committee charged with the Legal Cases. All decisions of the Legal Committee for matters prior to 31.12.2016 shall be on the basis of a simple majority of members present and voting during meetings of the Legal Committee. In case of a tie, the decision will be referred to The Board and would be decided by 75% majority of Board Member present and voting

		the Legal Cases. All		
		decisions of the Legal		
		Committee shall be on the		
		basis of a simple majority of		
		members present and		
		voting during meetings of		
		the Legal Committee. In		
		case of a tie, the decision		
		will be referred to The		
		Board and would be		
		decided by 75% majority of		
		Board Member present and		
		voting.		
32.	Distribution	The Distribution of Receipts of	The Distribution of Receipts of the Society	1. Deletion of following word:
32.	of Receipts –	the Society shall be	shall be implemented in accordance with	1. Deletion of following word.
	General	implemented in accordance	the Distribution Policy approved	- "approved"
	Purposes	with the Distribution Policy	recommended by the Board and subject to	approved
	i di poses	approved by the Board of the	approval by the Members of the Society in	2. Incorporation of following words:
		Society.	a Meeting of the Society.	2. meorporation or ronowing words.
		Society.	a meeting or the society.	- "recommended"
		(g) Royalties payable to the	(g) Royalties payable to the Members	- "and subject to approval by the Members
		Members by the Society shall	by the Society shall constitute an	of the Society in a Meeting"
		constitute an over-riding or	over-riding or prior charge on the	y · · · · · · · · · · · · · · · · · · ·
		prior charge on the copyright	copyright fees collected by the	3. Incorporation of following text:
		fees collected by the Society	Society and the Society is entitled to	,
		and the Society is entitled to no	no profit or gain out of the receipts	

profit or gain out of the receipts from the exercise of rights assigned "Royalties paid to Members is a from the exercise of rights to it. Royalties paid to Members is contractual obligation based on the assigned to it. a contractual obligation based on assignment of rights by the Members to the assignment of rights by the Society and a statutory obligation to Members to Society and a Author Members of the Society and such statutory obligation to Author royalties paid to the individual Members is Members of the Society and such Confidential and Commercially Sensitive royalties paid to the individual Business Information and cannot form Members is Confidential and part of disclosure by the Society and shall **Commercially Sensitive Business** only be disclosed to an individual member Information and cannot form part who is competent to receive such royalties of disclosure by the Society and from the Society or only by way of an shall only be disclosed to an issued bν Order competent individual member who Government/Regulatory authority or by way of a Court order/judgement, subject competent to receive such royalties from the Society or only to law." by way of an Order issued by a Government/ competent Regulatory authority or by way of a Court order/judgement, subject to law.